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**FLORIDA NON-PROFIT CORPORATION**

**THE CHHABRA FAMILY FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**THE CHHABRA FAMILY FOUNDATION, INC.**  
**(A Florida Not-For-Profit Corporation)**

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**Article I**  
**NAME**

The name of this corporation shall be THE CHHABRA FAMILY FOUNDATION, INC. hereinafter called (the "Corporation").

**Article II**  
**PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or the mailing address of the Corporation is 9601 Collins Avenue, #1606, Bal Harbour, Florida 33154.

**Article III**  
**PURPOSE**

This Corporation is a not-for-profit corporation, organized and shall be operated exclusively for scientific, educational and charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

To carry on such other activities are in furtherance of and support of the foregoing purpose as are lawful and proper for Corporations formed under the Act and section 501(c)(3) of the Code.

**Article IV**  
**MEMBERSHIP**

The Corporation shall have no members.

**Article V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, 43<sup>rd</sup> Floor, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Peninsula Registered Agents, Inc.

**Article VI**  
**BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

Vincent K. Chhabra  
9601 Collins Avenue, #1606  
Bal Harbour, Florida 33154

Sushma Chhabra  
200 South Biscayne Boulevard  
Suite 4000  
Miami, FL 33131

Gwendolyn Camille Pendland  
9601 Collins Avenue, #1606  
Bal Harbour, Florida 33154

**Article VII**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

Debra Palmisano  
c/o Steel Hector & Davis, LLP  
200 S. Biscayne Boulevard  
Miami, Florida 33131-2938

Article VIII  
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Directors.

Article IX  
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 12<sup>th</sup> day of October, 2001.



Debra Palmisano  
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**


That, The CHHABRA FAMILY FOUNDATION, INC., desiring to organize under the laws of the State of Florida, has named Peninsula Registered Agents, Inc., located at 200 S. Biscayne Boulevard, 43<sup>rd</sup> Floor, Miami, Florida 33131, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 12<sup>th</sup> day of October, 2001.

PENINSULA REGISTERED AGENTS, INC.

By:   
Debra Palmisano  
Vice President

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